

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Tian Ge Interactive Holdings Limited

天鵲互動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1980)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Tian Ge Interactive Holdings Limited (the “**Company**”) announces that Mr. Lam Yiu Por has resigned as an independent non-executive Director, the Chairman of the audit committee (the “**Audit Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Company with effect from 30 June 2022 as he would like to devote more time on his other work commitments.

Mr. Lam Yiu Por confirmed that he has no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lam Yiu Por for his valuable contribution to the Company during his tenure.

COMPLIANCE WITH THE LISTING RULES

According to Rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board must include at least three independent non-executive directors and the Company must appoint independent non-executive directors representing one-third of the Board. Immediately following the resignation of Mr. Lam Yiu Por, the number of independent non-executive Directors has been reduced to two, resulting in non-compliance with the requirement prescribed under Rule 3.10 of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, a listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director. Immediately following the resignation of Mr. Lam Yiu Por, the number of members of the Audit Committee has been reduced to two, resulting in non-compliance with the requirement prescribed under Rule 3.21 of the Listing Rules.

Pursuant to Rule 3.27A of the Listing Rules, a listed issuer must establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. Immediately following the resignation of Mr. Lam Yiu Por, the number of the Nomination Committee has been reduced to two and the number of independent non-executive Director of the Nomination Committee has been reduced to one, resulting in non-compliance with the requirement prescribed under Rule 3.27A of the Listing Rules.

To ensure compliance with Rules 3.10, 3.21 and 3.27A of the Listing Rules, the Company is in the process of identifying suitable candidate(s) to fill the relevant vacancy. The Company will use its best endeavours to ensure that suitable candidate is appointed as soon as practicable and in any event within three months in accordance with the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
Tian Ge Interactive Holdings Limited
Fu Zhengjun
Chairman

Hong Kong, 30 June 2022

As of the date of this announcement, the executive Directors are Mr. Fu Zhengjun and Mr. Mai Shi'en, the non-executive Directors are Mr. Xiong Xiangdong and Ms. Cao Fei, and the independent non-executive Directors are Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert.